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Hearing Date and Time:
August 6, 2010 at 9:45 a.m.
(Eastern Time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

MOTORS LIQUIDATION COMPANY, et al.,
f/k/a General Motors Corp., et al.

Debtors.

Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**Joint Opposition of Certified Class Members, Class Representatives, and Their Counsel to
Debtors' 29th, 30th, and 32nd Omnibus Objections to Claims**

The members of the certified Class in Case No. 2-07-CV-0214 WBS-GGH, U.S. District Court for the Eastern District of California (the “Class Members”); Class Representatives Kelly Castillo, Barbara Allen, Nichole Brown, Brenda Digiandomenico, Valerie Evans, Stanley Ozarowski, and Donna Santi (the “Class Representatives”); and LakinChapman, LLC (“Class Counsel”) (collectively the “VTi Class Action Plaintiffs”), for their Joint Opposition to Debtors’ Twenty-Ninth, Thirtieth, and Thirty-Second Omnibus Objections to Claims,¹ state:

¹ The claims of Barbara Allen, Brenda Digiandomenico, Donna Santi, and the Class as a whole are referenced in the Debtor’s Twenty-Ninth Omnibus Objection. The claims of Kelly Castillo, Nichole Brown, and LakinChapman LLC are referenced in the Thirtieth Omnibus Objection.

1. On April 16, 2009, the U.S. District Court for the Eastern District of California entered final judgment (the “Judgment”) in favor of the certified class of plaintiffs in Case No. 2-07-CV-0214 WBS-GGH, a class action involving claims pertaining to certain VTi transmissions manufactured and/or sold by Debtors.

2. On May 27, 2009, the VTi Class Action Plaintiffs filed with the Delaware Department of State a UCC-1 Financing Statement identifying their judgment lien and security interest in all assets of the Debtors. A true and accurate copy of the Financing Statement is attached as Exhibit 1. Delaware is the State in which the Debtors are incorporated.

3. On November 24, 2009, the VTi Class Action Plaintiffs filed their Proofs of Claim with this Court. The Proofs of Claim identified the “UCC Financing Statement” as the basis for the perfection of their secured claims against Debtors.

4. The Debtor’s Omnibus Objections assert, in numbered Paragraph 9, that the claims at issue are not properly classified as secured claims for the sole reason that they “are not secured by a lien on property in which the estate has an interest or subject to setoff under section 553 of the Bankruptcy Code.” In each “note” on Exhibit A to the Debtors’ Omnibus Objections, the Debtors further elaborate that: “This claim arises from litigation against the Debtors. It is not secured by the property of the Debtors’ estates. Accordingly, this claim should be reclassified as a non-priority, general unsecured claim.”

5. The Omnibus Objections fail to recognize the UCC-1 Financing Statement, attached as Exhibit 1, by which the Class Action Plaintiffs perfected their security interest in all assets of the Debtors.

6. Debtors have not moved to set aside or otherwise challenge the Financing Statement filed by the VTI Class Action Plaintiffs.

7. Accordingly, the Debtors' Omnibus Objections are factually incorrect with respect to the claims of the VTI Class Action Plaintiffs and, for this reason, should be denied with respect to the VTI Class Action Plaintiffs.²

Dated: July 30, 2010

Respectfully submitted,

By: /s/ Mark L. Brown

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Attorneys for Plaintiffs

² As the VTI Class Action Plaintiffs noted in their Proofs of Claim, there currently is an adversary proceeding (No. 09-00509) pending in this Court against New GM in which it is alleged that New GM assumed the obligations of Old GM under the class action settlement and judgment. Their Proofs of Claim were submitted in the alternative, without waiving the right to full compensation from New GM in the event the Court determines that New GM assumed Old GM's obligations therein, in which case their bankruptcy claims against Old GM may be considered withdrawn.

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CERTIFICATE OF SERVICE

I hereby certify that on July 30, 2010, I electronically filed Joint Opposition of Certified Class Members, Class Representatives, and Their Counsel to Debtors' 29th, 30th, and 32nd Omnibus Objections to Claims with the Clerk of Court using the CM/ECF system, which will send notification of such filings(s) to the following:

Gregory Oxford
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By: /s/ Mark L. Brown

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